

RECORDATION NO. 29364 FILED

AUG 11 '10 -12 00 PM

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SURFACE TRANSPORTATION BOARD

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August 11, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D.C. 20423

Contract 3-7965 Rider 2

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: PCS Sales (USA) Inc.
1101 Skokie Blvd.
Northbrook, Illinois 60062]

Section Chief
August 11, 2010
Page 2

A description of the railroad equipment covered by the enclosed document
is:

67 railcars within the series SHPX 210072 - SHPX 210225 as more
particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal flourish.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

AUG 11 '10 -12 00 PM

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARI II Funding LLC and Shippers Third LLC, all with respect to PCS Sales (USA), Inc., a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

The Lease, among other things, has the following provision:

In order to more fully protect the rights, title and ownership of the Lessor (including its assignees) in the cars hereunder however, the Lessee is granting to the Lessor the lien on and security interest in the cars as set forth as follows. Without prejudice to the Lessor's full and complete ownership, rights, title and interest in and to the cars, in order to secure any and all current and future obligations of the Lessee under this lease, for good and valuable consideration, the Lessee hereby irrevocably grants to the Lessor a continuing lien on and a security interest in (i) the cars together with any proceeds thereof and/or therefrom, including, without limitation, any proceeds and receivables generated from the sale or lease of the cars, and (ii) any insurance claims related to the cars and any proceeds from such claims. The cars include, without limitation, (a) any and all improvements, additions, replacements, substitutions and modifications thereon and/or thereof, (b) the railcars specifically set forth in this lease, (c) any other railcars leased or to be leased under this lease to the Lessee and (d) any railcars in possession of the Lessee bearing reporting marks ACFX, SHPX and any other reporting marks owned by Lessor as of this date or at any date in the future. The Lessor may from time to time include an affiliate of the Lessor, becoming the Lessor through an assignment of this lease or any schedule thereof and/or the cars.

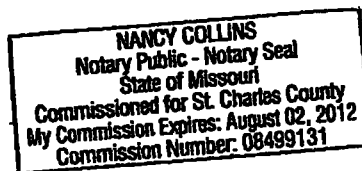
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 11th day of May, 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

PCS Sales USA Inc.

Contract 3-7965 rider 2 dtd 1/22/10

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	210072
	Tank	SHPX	210073
	Tank	SHPX	210079
	Tank	SHPX	210080
	Tank	SHPX	210081
	Tank	SHPX	210082
	Tank	SHPX	210083
	Tank	SHPX	210084
	Tank	SHPX	210085
	Tank	SHPX	210086
	Tank	SHPX	210087
	Tank	SHPX	210088
	Tank	SHPX	210089
	Tank	SHPX	210090
	Tank	SHPX	210091
	Tank	SHPX	210092
	Tank	SHPX	210093
	Tank	SHPX	210151
	Tank	SHPX	210152
	Tank	SHPX	210153
	Tank	SHPX	210154
	Tank	SHPX	210155
	Tank	SHPX	210156
	Tank	SHPX	210157
	Tank	SHPX	210158
	Tank	SHPX	210159
	Tank	SHPX	210160
	Tank	SHPX	210161
	Tank	SHPX	210162
	Tank	SHPX	210163
	Tank	SHPX	210164
	Tank	SHPX	210165
	Tank	SHPX	210166
	Tank	SHPX	210167

Schedule A

Equipment

PCS Sales USA Inc.


Contract 3-7965 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	210168
	Tank	SHPX	210169
	Tank	SHPX	210170
	Tank	SHPX	210171
	Tank	SHPX	210172
	Tank	SHPX	210173
	Tank	SHPX	210174
	Tank	SHPX	210175
	Tank	SHPX	210201
	Tank	SHPX	210202
	Tank	SHPX	210203
	Tank	SHPX	210204
	Tank	SHPX	210205
	Tank	SHPX	210206
	Tank	SHPX	210207
	Tank	SHPX	210208
	Tank	SHPX	210209
	Tank	SHPX	210210
	Tank	SHPX	210211
	Tank	SHPX	210212
	Tank	SHPX	210213
	Tank	SHPX	210214
	Tank	SHPX	210215
	Tank	SHPX	210216
	Tank	SHPX	210217
	Tank	SHPX	210218
	Tank	SHPX	210219
	Tank	SHPX	210220
	Tank	SHPX	210221
	Tank	SHPX	210222
	Tank	SHPX	210223
	Tank	SHPX	210224
	Tank	SHPX	210225

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8 / 11 / 10



Robert W. Alvord